



**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

**LPA-73.58
(07/05)**

**CERTIFICATE OF CANCELLATION
OF A CERTIFICATE OF REGISTRATION AS A
FOREIGN LIMITED PARTNERSHIP**

Pursuant to § 50-73.58 of the Code of Virginia, the undersigned submits this certificate of cancellation and states as follows:

1. The name of the foreign limited partnership is _____.

2. The name of the state or other jurisdiction of formation is _____.

3. The foreign limited partnership is not transacting business in Virginia and it surrenders its registration to transact business in Virginia.

4. The limited partnership revokes the authority of its registered agent to accept service of process on its behalf and appoints the Clerk of the Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business in Virginia.

5. The mailing address to which the Clerk of the Commission may mail a copy of any process served on him as agent of the limited partnership is _____.

6. The limited partnership commits to notify the Clerk of the Commission in the future of any change in its mailing address.

The undersigned general partner of the limited partnership declares that the facts stated herein are true.

(signature)

(date)

(printed name)

(title)

(limited partnership's SCC ID No.)

(telephone number (optional))

SEE INSTRUCTIONS ON THE REVERSE

Provide a name and mailing address for sending correspondence regarding the filing of this document. (If left blank, correspondence will be sent to the registered agent at the registered office.)

(name)

(mailing address)

INSTRUCTIONS

This certificate, which has been prescribed and furnished by the Commission pursuant to § 50-73.58 of the Code of Virginia, must be used by a foreign limited partnership that wants to cancel its registration.

The certificate must be in the English language, typewritten or printed in black, legible and reproducible. See § 50-73.17 of the Code of Virginia. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

You can download this form from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

The certificate must be signed in the name of the limited partnership by at least one general partner. Any person may sign a certificate by an attorney-in-fact. Each person signing the certificate must set forth his or her printed name next to or beneath his or her signature. A person signing on behalf of a general partner that is a business entity should set forth the business entity's name, his or her printed name and the capacity in which he or she is signing on behalf of the business entity. **As provided in § 50-73.15 C of the Code of Virginia, the execution of this certificate by a general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.**

The Commission cannot file or issue with respect to any limited partnership any certificate referred to in the Revised Uniform Limited Partnership Act until all fees, fines, penalties and interest assessed, imposed, charged or to be collected by the Commission under the Act have been paid by or on behalf of such limited partnership pursuant to § 50-73.70 of the Code of Virginia.

Submit the original, signed certificate to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$10.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

NOTE

Until cancellation has been completed (or the limited partnership's certificate of registration to transact business is revoked for failure to pay its annual registration fee or maintain a registered office and registered agent), the limited partnership will remain active on the Commission's records and remain liable for the assessment and payment of annual registration fees, even though the limited partnership has been terminated in its home jurisdiction, has stopped transacting business in Virginia or has wound up its affairs.

Whenever the certificate of registration to transact business in this Commonwealth of a foreign limited partnership that is registered as a foreign registered limited liability partnership is canceled, the foreign limited partnership's registration as a foreign registered limited liability partnership shall thereupon be automatically revoked. See § 50-73.137:1 B of the Code of Virginia.